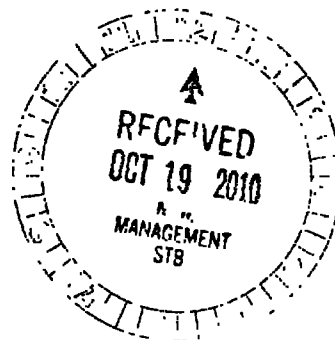


RECORDATION NO. 27657-A FILED

OCT 19 '10 -4 25 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

October 15, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Documents for Rail Recordation

Re: Amendment to Memorandum of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease dated October 13, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 27657.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Georgia Central Railway, L.P.
c/o Genesee & Wyoming, Inc.
13901 Sutton Park Drive South, Suite 180
Jacksonville, FL 32224

A description of the railroad equipment covered by the enclosed document is for seven (7) Centerbeam flat cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Amendment to Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board, covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,


Marcia Dunne
Senior Rail Documentation Specialist

Enclosures
(GC004-004A)

OCT 19 '10 -4 25 PM

ASSGN. NO.: GC004-004A

SURFACE TRANSPORTATION BOARD

AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13th day of October, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Georgia Central Railway, L.P. ("Lessee"), a Georgia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 11, 2008, whereby Lessor has agreed to lease to Lessee certain railcars (the "Cars"), pursuant to Rider No. 2 and renewal Rider No. 3 to the Lease, subject to the terms, conditions and provisions of the above-mentioned Lease.

A Memorandum evidencing such Lease was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on September 26, 2008 under Recordation Number 27657.

WHEREAS, effective October 13, 2010, Lessee and Lessor have agreed to increase the number of Cars subject to the Lease.

NOW THEREFORE, for good and valuable consideration, the parties agree to amend the Memorandum of Lease to include the following additional seven (7) Cars:

NOKL 738162
NOKL 738206
NOKL 738229
NOKL 738234
NOKL 738238
NOKL 738243
NOKL 738246

Except as amended hereby, such Memorandum of Lease shall remain in full force and effect.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: VICE PRESIDENT SALES & MARKETING

Executed on this 13th day of October, 2010.

By: K. A. Zombrowski
Name: K. A. ZOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

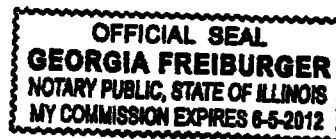
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of October, 2010.

Georgia Freiburger
Notary Public

Commission Expires:

6-2012
(Notary Public)



LESSEE:

GEORGIA CENTRAL RAILWAY, L.P.

ATTEST:

By: *Rick Christopher*
Name: RICK CHRISTOPHER
Title: AVI CARE MANAGEMENT

By: *Wm A. Jasper*
Name: William A Jasper
Title: President
Executed on this 11th day of Oct, 2010

[CORPORATE SEAL]

STATE OF Florida
COUNTY OF Duval

I, Karen R. McClaskey, a Notary Public of the County and State aforesaid, certify that William A. Jasper personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11 day of October, 2010.

Karen R. McClaskey
Notary Public

Commission Expires:

6/26/2011
(Notary Public)

